

BROWN RUDNICK LLP

David J. Molton, Esq.

Steven D. Pohl, Esq. (admitted *pro hac vice*)

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*Co-Counsel to the Ad Hoc Committee of
Governmental and Other Contingent
Litigation Claimants*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X
:	:
In re:	: Chapter 11
:	:
PURDUE PHARMA L.P., <i>et al.</i> ,	: Case No. 19-23649 (RDD)
:	:
Debtors ¹ .	: (Jointly Administered)
:	:
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**SEVENTEENTH MONTHLY FEE STATEMENT OF BROWN RUDNICK LLP
AS CO-COUNSEL TO THE AD HOC COMMITTEE OF
GOVERNMENTAL AND OTHER CONTINGENT LITIGATION CLAIMANTS
FOR SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF FEBRUARY 1, 2021 THROUGH FEBRUARY 28, 2021**

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584) Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Name of Applicant:	Brown Rudnick LLP
Authorized to Provide Professional Services to:	The Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	December 2, 2019 [Docket No. 553]
Period for which compensation and reimbursement are sought:	February 1, 2021 through February 28, 2021
Amount of Compensation sought as actual, reasonable, and necessary:	\$483,544.00
Current Fee Request	\$386,835.20 (80% of \$483,544.00)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$203.81
Amount of Compensation and Expenses sought as allowed under the Interim Compensation Order	\$387,039.01
Total Fees and Expenses Inclusive of Holdback	\$483,747.81
This is a(n):	<input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application

Pursuant to the *Order Authorizing the Debtors to Assume the Reimbursement Agreement and Pay the Fees and Expenses of the Ad Hoc Committee's Professionals* [Docket No. 553] (the “Fee Assumption Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the “Interim Compensation Order”), Brown Rudnick LLP (“Brown Rudnick”) Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants in the above-captioned case, hereby submits this Seventeenth Monthly Fee Statement (the “Fee Statement”) for the period of February 1, 2021 through and including February 28, 2021 (the “Statement Period”).

Itemization of Services Rendered and Disbursements Incurred

Annexed hereto as **Exhibit A** is a chart of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Statement Period, with respect to each of the project categories. As reflected in Exhibit A, Brown Rudnick incurred \$483,544.00 in fees during the Statement Period. Pursuant to this Fee Statement, Brown Rudnick seeks reimbursement for 80% of such fees, totaling \$386,835.20.

Annexed hereto as **Exhibit B** is a chart of Brown Rudnick's professionals and paraprofessionals, including standard hourly rate for each attorney and paraprofessional who rendered services to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants in connection with these chapter 11 cases during the Statement Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Statement Period is \$1,087.36. The blended hourly rate of all paraprofessionals is \$415.00. A copy of the computer-generated time entries reflecting all time recorded, organized in project billing categories by Brown Rudnick is attached hereto as **Exhibit D**.

Annexed hereto as **Exhibit C** is a chart of necessary and out-of-pocket expenses incurred by Brown Rudnick in the amount of \$203.81 in connection with providing professional services during the Statement Period and a copy of the computer-generated list of expenses.

In accordance with the Fee Assumption Order, Brown Rudnick has separately recorded work performed relating to allocation of value among the Debtors' creditors (the "Allocation Fees"). To the best of its knowledge, Brown Rudnick has not included Allocation Fees in this Application. Pursuant to the Fee Assumption Order, Brown Rudnick may request intercreditor allocation fees through a separate application at a later date.

Notice

Brown Rudnick will provide notice of the Fee Statement in accordance with the Interim Compensation Order.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Fee Statement, serve via email, to the Notice Parties (as defined in the Interim Compensation Order), a written notice setting forth the precise nature of the objection and the amount at issue.

If an objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Brown Rudnick an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue; it shall not be sufficient to simply object to all fees and expenses.

Dated: April 2, 2021

Respectfully submitted,

BROWN RUDNICK LLP

/s/ David J. Molton
David J. Molton
Steven D. Pohl (admitted *pro hac vice*)
Seven Times Square
New York, New York 10019
Telephone: (212) 209-4800
Facsimile: (212) 209-4801
E-mail: dmolton@brownrudnick.com
spohl@brownrudnick.com

*Co-Counsel to the Ad Hoc Committee of
Governmental and Other Contingent Litigation
Claimants*

EXHIBIT A

**SERVICES RENDERED BY
BROWN RUDNICK LLP**

COMMENCING FEBRUARY 1, 2021 THROUGH FEBRUARY 28, 2021

Summary of Fees Task Code

Project Category	Total Hours	Total Fees
002 Asset Analysis and Recovery	0.0	\$0.00
003 Assumption and Rejection of Leases and Contracts	0.0	\$0.00
004 Business Operations	0.7	\$619.50
005 Case Administration	1.4	\$581.00
007 Claims Analysis	0.0	\$0.00
008 Employment and Fee Applications	4.4	\$2,343.00
009 Emergency Financing	0.0	\$0.00
010 Litigation: Contested Matters and Adversary Proceedings	4.4	\$4,488.00
011 Meetings and Communication with Ad Hoc Committee & Creditors	30.6	\$38,121.00
014 Plan and Disclosure Statement	406.1	\$437,391.50
Total	447.6	\$483,544.00
20% Fee Holdback		\$96,708.80
80% of Fees		\$386,385.20
Plus Expenses		\$203.81
Requested Amount		\$483,747.81

EXHIBIT B

**SERVICES RENDERED BY
BROWN RUDNICK LLP**

COMMENCING FEBRUARY 1, 2021 THROUGH FEBRUARY 28, 2021

Summary of Hours and Fees by Professional

Name of Professional	Position/Year Admitted to Practice/Department	2021 Hourly Billing Rate	Total Hours Billed	Total Compensation
David J. Molton	Partner 1983 Bankruptcy & Corporate Restructuring	\$1,545.00	59.3	\$91,618.50
Steven D. Pohl	Partner 1989 Bankruptcy & Corporate Restructuring	\$1,380.00	51.3	\$70,794.00
Philip J Flink	Partner 1981 Corporate & Capital Markets	\$1,235.00	4.3	\$5,310.50
Barbara J. Kelly	Counsel 1982 Corporate & Capital Markets	\$1,115.00	104.4	\$116,406.00
Vincent J. Guglielmotti	Partner 2005 Corporate & Capital Markets	\$1,085.00	5.2	\$5,642.00
Andreas Andromalos	Partner 2001 Corporate & Capital Markets	\$1,035.00	39.6	\$40,986.00
Nicole M. Bouchard	Partner 2005 Corporate & Capital Markets	\$950.00	34.1	\$32,395.00
Gerard T. Cicero	Associate 2015 Bankruptcy & Corporate Restructuring	\$885.00	49.6	\$43,896.00
Jennifer I. Charles	Partner 2009 Corporate & Capital Markets	\$855.00	54.7	\$46,768.50
Adam M. Grandy	Associate 2009 Corporate & Capital Markets	\$845.00	9.9	\$8,365.50
Susan Sieger-Grimm	Counsel 1994 Bankruptcy & Corporate Restructuring	\$805.00	4.7	\$3,783.50
Elliot I. Katz	Staff Attorney 2018 Tax	\$685.00	3.0	\$2,055.00
Uriel Pinelo	Associate 2019 Bankruptcy & Corporate Restructuring	\$645.00	5.5	\$3,547.50
Cyavash, N. Ahmadi	Associate 2014 Corporate & Capital Markets	\$645.00	7.0	\$4,515.00
Samuel V. Toomey	Associate 2019 Corporate & Capital Markets	\$535.00	10.3	\$5,510.50
Alexandra M. Deering	Paralegal Bankruptcy & Corporate Restructuring	\$415.00	4.7	\$1,950.50
Total Fees Requested			447.6	\$483,544.00

EXHIBIT C

**ACTUAL AND NECESSARY COSTS INCURRED BY
BROWN RUDNICK LLP**

COMMENCING FEBRUARY 1, 2021 THROUGH FEBRUARY 28, 2021

EXPENSE	AMOUNT
Copies	\$82.50
Overnight Delivery	\$32.31
Specialized Online Research	\$89.00
Total Expenses	\$203.81

PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL
ENTITIES
ATTN: DAVID MOLTON
BROWN RUDNICK
7 TIMES SQUARE
NEW YORK, NY 10036

Invoice 6914777
Date Mar 15, 2021
Client 035843

RE: COSTS

INVOICE

For professional services rendered in connection with the above captioned matter
through February 28, 2021:

Matter No.	Matter Name	Fees	Costs	Total
035843.0001	COSTS	0.00	203.81	203.81
	Total	0.00	203.81	203.81

Total Current Fees	\$0.00
Total Current Costs	\$203.81
Total Invoice	\$203.81



PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL ENTITIES
RE: COSTS
March 15, 2021

Invoice 6914777
Page 2

COST DETAIL

Date	Description	Value
02/04/21	SPECIALIZED ONLINE RESEARCH SERVICES	89.00
02/10/21	COPIES	4.40
02/10/21	COPIES	0.20
02/10/21	COPIES	4.40
02/10/21	COPIES	0.20
02/10/21	A4 COLOUR COPY	73.30
02/10/21	OVERNIGHT DELIVERY	32.31
Total Costs		203.81

COST SUMMARY

Description	Value
SPECIALIZED ONLINE RESEARCH SERVICES	89.00
OVERNIGHT DELIVERY	32.31
A4 COLOUR COPY	73.30
COPIES	9.20
Total Costs	203.81

INCLUDES ONLY TIME AND COSTS TO DATE
KINDLY RETURN ATTACHED REMITTANCE PAGE WITH YOUR PAYMENT
PAYABLE WITHIN 30 DAYS

TAX IDENTIFICATION # 04-3108175

PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL
ENTITIES
ATTN: DAVID MOLTON
BROWN RUDNICK
7 TIMES SQUARE
NEW YORK, NY 10036

Invoice 6914777
Date Mar 15, 2021
Client 035843

RE: COSTS



Balance Due: \$203.81

To ensure proper credit to your account, please include this page with your payment.

Remittance Address

Brown Rudnick LLP
P.O. Box 52257
Boston, MA 02205

Wire Instructions

Citibank N.A.
399 Park Avenue
New York, NY 10022
ABA Number: 021000089
SWIFT Code: CITIUS33

For Credit To

Brown Rudnick LLP Deposit Account
Account Number: 6792734594

EXHIBIT D

Time Entries for Each Professional by Task Code (Invoice)

63984363 v1

PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL
ENTITIES
ATTN: DAVID MOLTON
BROWN RUDNICK
7 TIMES SQUARE
NEW YORK, NY 10036

Invoice 6914778
Date Mar 15, 2021
Client 035843

RE: PURDUE PHARMA AD HOC COMMITTEE OF
GOVERNMENTAL ENTITIES

INVOICE

For professional services rendered in connection with the above captioned matter
through February 28, 2021:

Matter No.	Matter Name	Fees	Costs	Total
035843.0004	BUSINESS OPERATIONS	619.50	0.00	619.50
035843.0005	CASE ADMINISTRATION	581.00	0.00	581.00
035843.0008	EMPLOYMENT AND FEE APPLICATIONS	2,343.00	0.00	2,343.00
035843.0010	LITIGATION: CONTESTED MATTERS, ADVERSARY PROCEEDINGS, AND AUTOMATIC STAY	4,488.00	0.00	4,488.00
035843.0011	MEETINGS AND COMMUNICATIONS WITH AD HOC COMMITTEE & CREDITORS	38,121.00	0.00	38,121.00
035843.0014	PLAN AND DISCLOSURE STATEMENT	437,391.50	0.00	437,391.50
Total		483,544.00	0.00	483,544.00

Total Current Fees	\$483,544.00
Total Current Costs	\$0.00
Total Invoice	\$483,544.00

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PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL
ENTITIES
ATTN: DAVID MOLTON
BROWN RUDNICK
7 TIMES SQUARE
NEW YORK, NY 10036

Invoice 6914778
Date Mar 15, 2021
Client 035843

RE: BUSINESS OPERATIONS

INVOICE

For professional services rendered in connection with the above captioned matter
through February 28, 2021:

Matter No.	Matter Name	Fees	Costs	Total
035843.0004	BUSINESS OPERATIONS	619.50	0.00	619.50
	Total	619.50	0.00	619.50

Total Current Fees	\$619.50
Total Current Costs	\$0.00
Total Invoice	\$619.50

RE: BUSINESS OPERATIONS

TIME DETAIL

Date	Professional	Description	Hours	Value
02/05/21	CICERO	ATTEND MONITOR VILSACK FINAL REPORT MEETING	0.70	619.50
Total Hours and Fees			0.70	619.50

TIME SUMMARY

Professional	Hours	Rate	Value
GERARD T. CICERO	0.70 hours at	885.00	619.50
Total Fees			619.50

INCLUDES ONLY TIME AND COSTS TO DATE
KINDLY RETURN ATTACHED REMITTANCE PAGE WITH YOUR PAYMENT
PAYABLE WITHIN 30 DAYS

TAX IDENTIFICATION # 04-3108175

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PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL
ENTITIES
ATTN: DAVID MOLTON
BROWN RUDNICK
7 TIMES SQUARE
NEW YORK, NY 10036

Invoice 6914778
Date Mar 15, 2021
Client 035843

RE: CASE ADMINISTRATION

INVOICE

For professional services rendered in connection with the above captioned matter
through February 28, 2021:

Matter No.	Matter Name	Fees	Costs	Total
035843.0005	CASE ADMINISTRATION	581.00	0.00	581.00
	Total	581.00	0.00	581.00

Total Current Fees	\$581.00
Total Current Costs	\$0.00
Total Invoice	\$581.00

RE: CASE ADMINISTRATION

TIME DETAIL

Date	Professional	Description	Hours	Value
02/01/21	DEERING	REVIEW DOCKET AND UPDATE CASE CALENDAR	0.50	207.50
02/05/21	DEERING	REVIEW DOCKET AND UPDATE CASE CALENDAR	0.50	207.50
02/17/21	DEERING	REVIEW DOCKET AND UPDATE CASE CALENDAR ACCORDINGLY	0.40	166.00
Total Hours and Fees			1.40	581.00

TIME SUMMARY

Professional	Hours	Rate	Value
ALEXANDRA M. DEERING	1.40 hours at	415.00	581.00
Total Fees			581.00

INCLUDES ONLY TIME AND COSTS TO DATE
KINDLY RETURN ATTACHED REMITTANCE PAGE WITH YOUR PAYMENT
PAYABLE WITHIN 30 DAYS

TAX IDENTIFICATION # 04-3108175

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PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL
ENTITIES
ATTN: DAVID MOLTON
BROWN RUDNICK
7 TIMES SQUARE
NEW YORK, NY 10036

Invoice 6914778
Date Mar 15, 2021
Client 035843

RE: EMPLOYMENT AND FEE APPLICATIONS

INVOICE

For professional services rendered in connection with the above captioned matter
through February 28, 2021:

Matter No.	Matter Name	Fees	Costs	Total
035843.0008	EMPLOYMENT AND FEE APPLICATIONS	2,343.00	0.00	2,343.00
	Total	2,343.00	0.00	2,343.00

Total Current Fees	\$2,343.00
Total Current Costs	\$0.00
Total Invoice	\$2,343.00

RE: EMPLOYMENT AND FEE APPLICATIONS

TIME DETAIL

Date	Professional	Description	Hours	Value
02/16/21	CICERO	DRAFT AND REVISE MONTHLY FEE STATEMENT	1.10	973.50
02/16/21	DEERING	PREP MONTHLY FEE STATEMENT FOR JAN 2021	1.00	415.00
02/18/21	DEERING	DRAFT EMAIL TO G. CICERO RE PRIOR MONTHLY BILLS AND FUTURE ESTIMATES	0.30	124.50
02/19/21	DEERING	DRAFT AND FINALIZE JAN 2021 MONTHLY FEE STATEMENT (1.8) AND EMAILS RE SAME (.2)	2.00	830.00
Total Hours and Fees			4.40	2,343.00

TIME SUMMARY

Professional	Hours	Rate	Value
GERARD T. CICERO	1.10 hours at	885.00	973.50
ALEXANDRA M. DEERING	3.30 hours at	415.00	1,369.50
Total Fees			2,343.00

INCLUDES ONLY TIME AND COSTS TO DATE
KINDLY RETURN ATTACHED REMITTANCE PAGE WITH YOUR PAYMENT
PAYABLE WITHIN 30 DAYS

TAX IDENTIFICATION # 04-3108175

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PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL
ENTITIES
ATTN: DAVID MOLTON
BROWN RUDNICK
7 TIMES SQUARE
NEW YORK, NY 10036

Invoice 6914778
Date Mar 15, 2021
Client 035843

RE: LITIGATION: CONTESTED MATTERS, ADVERSARY
PROCEEDINGS, AND AUTOMATIC STAY

INVOICE

For professional services rendered in connection with the above captioned matter
through February 28, 2021:

Matter No.	Matter Name	Fees	Costs	Total
035843.0010	LITIGATION: CONTESTED MATTERS, ADVERSARY PROCEEDINGS, AND AUTOMATIC STAY	4,488.00	0.00	4,488.00
	Total	4,488.00	0.00	4,488.00

Total Current Fees	\$4,488.00
Total Current Costs	\$0.00
Total Invoice	\$4,488.00

RE: LITIGATION: CONTESTED MATTERS, ADVERSARY PROCEEDINGS, AND AUTOMATIC STAY

TIME DETAIL

Date	Professional	Description	Hours	Value
02/17/21	CICERO	PARTICIPATE IN HEARING ON MEDIA'S UN-SEALING OF PUBLIC RECORDS MOTION	3.20	2,832.00
02/17/21	POHL	PARTICIPATE IN PORTION OF HEARING ON SACKLER FAMILY DOCUMENT DISCLOSURES	1.20	1,656.00
Total Hours and Fees			4.40	4,488.00

TIME SUMMARY

Professional	Hours	Rate	Value
STEVEN POHL	1.20 hours at	1,380.00	1,656.00
GERARD T. CICERO	3.20 hours at	885.00	2,832.00
Total Fees			4,488.00

INCLUDES ONLY TIME AND COSTS TO DATE
KINDLY RETURN ATTACHED REMITTANCE PAGE WITH YOUR PAYMENT
PAYABLE WITHIN 30 DAYS

TAX IDENTIFICATION # 04-3108175

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PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL
ENTITIES
ATTN: DAVID MOLTON
BROWN RUDNICK
7 TIMES SQUARE
NEW YORK, NY 10036

Invoice 6914778
Date Mar 15, 2021
Client 035843

RE: MEETINGS AND COMMUNICATIONS WITH AD HOC
COMMITTEE & CREDITORS

INVOICE

For professional services rendered in connection with the above captioned matter
through February 28, 2021:

Matter No.	Matter Name	Fees	Costs	Total
035843.0011	MEETINGS AND COMMUNICATIONS WITH AD HOC COMMITTEE & CREDITORS	38,121.00	0.00	38,121.00
	Total	38,121.00	0.00	38,121.00
	Total Current Fees			\$38,121.00
	Total Current Costs			\$0.00
	Total Invoice			\$38,121.00

RE: MEETINGS AND COMMUNICATIONS WITH AD HOC COMMITTEE & CREDITORS

TIME DETAIL

Date	Professional	Description	Hours	Value
02/01/21	CICERO	EMAILS WITH PUBLIC WORKING GROUP RE: HOSPITAL ABATEMENT MEDIATION AND POSITION STATEMENT FOR PHASE 2 MEDIATOR PROPOSAL (.4); REVIEW COMMENTS FROM TRIBES RE: TERMSHEETS (.6); REVIEW FEE PROPOSALS AND COMMENTS THEREO FROM COMMITTEE MEMBERS (.8); UPDATE CALL WITH D. MOLTON RE: SAME (.4)	3.20	2,832.00
02/01/21	POHL	REVIEW AHC UPDATES	0.30	414.00
02/02/21	POHL	WEEKLY AHC CALL	1.50	2,070.00
02/02/21	MOLTON	PARTICIPATE IN WEEKLY AHC MEETING RE VARIOUS ACTION ITEMS	1.20	1,854.00
02/04/21	PINELO	EMAIL TO T. LOBE/CITY OF SOLON RE CLAIM STATUS AND CASE UPDATE	0.20	129.00
02/09/21	CICERO	REVIEW PROPOSAL BY PEC FOR LOCAL GOVERNMENTS RE OUTSTANDING ISSUE WITH STATES RE: ALLOCATION OF ATTORNEYS COSTS (.5); PREPARE FOR NON-STATE WEEKLY CALL (.3); ATTEND NON-STATE CALL (.8)	1.60	1,416.00
02/09/21	MOLTON	PARTICIPATE IN WEEKLY AHC NON-STATE MEMBER CALL	0.90	1,390.50
02/10/21	POHL	WEEKLY FULL AHC CALL	2.00	2,760.00
02/10/21	MOLTON	PARTICIPATE IN EXPANDED AHC WEEKLY STATUS CALL	1.80	2,781.00
02/15/21	MOLTON	FOLLOW UP ON ALTERNATIVE TRANSACTION DEAL ISSUES WITH AHC MEMBERS	0.60	927.00
02/16/21	POHL	REVIEW CLIENT UPDATES	0.20	276.00
02/16/21	POHL	AHC CALL WITH ADVISORS AND WITH BUYER PROSPECT AND TEAM RE PLAN/ SALE OPTION	1.70	2,346.00
02/16/21	POHL	AHC PROFESSIONALS AND MEDIATION SUBGROUP PREP CALL FOR NSSG/PLAN/SALE CALL	0.80	1,104.00
02/17/21	POHL	WEEKLY AHC CALL	1.00	1,380.00
02/17/21	MOLTON	PARTICIPATE IN WEEKLY AHC MEETING	0.90	1,390.50

Date	Professional	Description	Hours	Value
02/18/21	CICERO	PREPARE FOR AND ATTEND CALL WITH AHC NON-STATE MEMBER RE: DOCUMENTING PLAN GOVERNANCE ISSUES AND PLAN ALTERNATIVES (1.3); DRAFT NOTE TO COMMITTEE RE: OUTSTANDING LOCAL GOVERNMENTAL ISSUES (1.5); REVISE AND COORDINATE RESPONSES RE: SAME (.3)	3.10	2,743.50
02/18/21	POHL	CALL WITH NON-STATES GROUP RE: PLAN MATTERS	0.70	966.00
02/18/21	MOLTON	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH NON-STATE MEMBERS RE PLAN TERM SHEET ISSUES THAT IMPACT LOCAL GOVERNMENTS	1.10	1,699.50
02/23/21	CICERO	DRAFT ISSUES LIST FOR PLAN DOCUMENTATION FOR NON-STATE MEMBERS (1.9); PREPARE AGENDA FOR NON-STATE CALL (.3); PARTICIPATE IN NON-STATE CALL RE: PLAN ISSUES AND UPDATES (.8)	3.00	2,655.00
02/23/21	POHL	WEEKLY CALL WITH NON-STATES	0.70	966.00
02/23/21	MOLTON	PARTICIPATE IN WEEKLY NON-STATE AHC MEMBER STATUS CALL	1.10	1,699.50
02/24/21	POHL	WEEKLY AHC CALL	1.90	2,622.00
02/24/21	MOLTON	PARTICIPATE IN WEEKLY AHC CALL	1.10	1,699.50
Total Hours and Fees			30.60	38,121.00

TIME SUMMARY

Professional	Hours	Rate	Value
STEVEN POHL	10.80	hours at	1,380.00
DAVID J. MOLTON	8.70	hours at	1,545.00
GERARD T. CICERO	10.90	hours at	885.00
URIEL PINELO	0.20	hours at	645.00
Total Fees			38,121.00

INCLUDES ONLY TIME AND COSTS TO DATE
KINDLY RETURN ATTACHED REMITTANCE PAGE WITH YOUR PAYMENT
PAYABLE WITHIN 30 DAYS

TAX IDENTIFICATION # 04-3108175

brownrudnick

PURDUE PHARMA AD HOC COMMITTEE OF GOVERNMENTAL
ENTITIES
ATTN: DAVID MOLTON
BROWN RUDNICK
7 TIMES SQUARE
NEW YORK, NY 10036

Invoice 6914778
Date Mar 15, 2021
Client 035843

RE: PLAN AND DISCLOSURE STATEMENT

INVOICE

For professional services rendered in connection with the above captioned matter
through February 28, 2021:

Matter No.	Matter Name	Fees	Costs	Total
035843.0014	PLAN AND DISCLOSURE STATEMENT	437,391.50	0.00	437,391.50
	Total	437,391.50	0.00	437,391.50

Total Current Fees	\$437,391.50
Total Current Costs	\$0.00
Total Invoice	\$437,391.50

RE: PLAN AND DISCLOSURE STATEMENT

TIME DETAIL

Date	Professional	Description	Hours	Value
02/01/21	CICERO	ATTEND CALL WITH UCC, ATTORNEYS' GENERAL, AND THE NCSG GROUP RE: SALE ALTERNATIVE PROPOSAL AND ANALYSIS RE: SAME (1.7); REVIEW ANALYSIS FROM FA'S RE: SAME (.5)	2.20	1,947.00
02/01/21	CHARLES	REVISE NEWCO BYLAWS (1.0) AND REVIEW REVISED TERM SHEET (.5)	1.50	1,282.50
02/01/21	POHL	CALL WITH AHC MEDIATION SUBGROUP RE PLAN AND SALE ALTERNATIVES	1.00	1,380.00
02/01/21	POHL	FOLLOW UP CALL WITH AHC COUNSEL RE SAME	0.60	828.00
02/01/21	POHL	REVIEW SALE EXIT FINANCIAL UPDATES	0.50	690.00
02/01/21	POHL	FINANCIAL PRESENTATION TO PUBLIC ENTITIES RE EXIT SALE ALTERNATIVES	1.80	2,484.00
02/01/21	POHL	AHC ADVISOR CALL RE PLAN/EXIT STRATEGIES	1.00	1,380.00
02/01/21	KELLY	TAX: PREAPRE FOR AND JOIN CALL WITH DAVIS POLK TAX TO DISCUSS TAX CONSIDERATIONS IN PURCHASE PROPOSAL (.7); SUMMARIZE DPW TAX COMMENTS FOR AHC PROFESSIONALS (.3); REPLY IN INCOMING CORRESPONDENCE ON PURCHASE PROPOSAL AND TAX CONSIDERATIONS (.4); CALL WITH S BURIAN ON TAX ISSUES IN PURCHASE PROPOSAL (.4); PREPARE FOR TAX ISSUES REGARDING SAME AND JOIN FINANCIAL PRESENTATION ZOOM MEETING ON PURCHASE PROPOSAL (1.5); REVIEW AND RESPOND TO INCOMING CORRESPONDENCE FROM D SIMON AND S SKIKOS ON TRIBAL STRUCTURING CONSIDERATIONS (.5); REVIEW AND DRAFT COMMENTS/REVISIONS TO NEWCO TAX COOPERATION AGREEMENT WITH PPLP WIND DOWN TRUST (2.2)	6.00	6,690.00
02/01/21	MOLTON	CONTINUED REVIEW AND WORK ON PLAN TERM SHEET, WITH FOCUS ON GOVERNANCE ISSUES AND DOJ COMMENTS/ISSUES	1.80	2,781.00
02/01/21	MOLTON	PARTICIPATE IN ZOOM CONFERENCE WITH AHC COUNSEL AND SMALL NEGOTIATION TEAM RE ALTERNATIVE TRANSACTION DEAL AND SACKLER STATUS	1.10	1,699.50

Date	Professional	Description	Hours	Value
02/01/21	MOLTON	ATTEND ZOOM CONFERENCE WITH AHC MEDIATION DELEGATION AND DOJ/SDNY CIVIL LAWYERS RE ALTERNATIVE TRANSACTION DEAL, SACKLER POTENTIAL DEAL AND TERM SHEET MARK-UPS	1.10	1,699.50
02/01/21	MOLTON	ATTEND ZOOM CONFERENCE WITH AHC, NCSG, MSGE AND UCC RE ALTERNATIVE TRANSACTION DEAL AND OPTIONS PERTAINING THERETO	1.60	2,472.00
02/01/21	BOUCHARD	TELECONFERENCE WITH KRAMER LEVIN TAX AND DAVID POLK TAX RE: STRUCTURING CONSIDERATIONS (.5); MULTIPLE COMMUNICATIONS RE: SAME (.3); REVIEW MET TERM SHEET (.3)	1.10	1,045.00
02/01/21	MOLTON	PARTICIPATE IN CONFERENCE WITH HL/FTI AND AHC COUNSEL RE COMPARISON OF ALTERNATIVES RE VARIOUS FINANCIAL SCENARIOS	0.70	1,081.50
02/02/21	CICERO	PREPARE FOR MEDIATOR CALL RE: HOSPITALS (.6); ATTEND MEDIATOR CALL RE: HOSPITAL PLAN WITH PUBLIC WORKING GROUP (AHC, NCSG, AND MSGE) (1.0); PREPARE FOR AND ATTEND FULL AHC STTRATEGY CALL ON PROPOSED NEWCO STRUCTURE VS. ALTERNATIVE STRUCTURE AND DOCUMENTATION OF SACKLER DEAL (2.0)	3.60	3,186.00
02/02/21	TOOMEY	REVIEW PRECEDENT TRUST AGREEMENTS AND COMPILE INDEMNIFICATION AND GOVERNANCE PROVISIONS THEREFROM TO FACILITATE DRAFTING OF TRUST AGREEMENT	1.10	588.50
02/02/21	KELLY	TAX: WORK ON FIRST DRAFT LLC AGREEMENTS FOR TOPCO AND TAF 2 (4.6); REVIEW PLAN TERM SHEET COMMENTS (.5); JOIN AHC ZOOM MEETING FOR TRANSACTIONS UPDATES (1.0)	6.10	6,801.50
02/02/21	GUGLIELMOTTI	REVIEW OF DRAFT PRE-SUBMISSION LETTER (.7); PREPARATION OF REVISIONS THERETO (.4)	1.10	1,193.50
02/02/21	POHL	REVIEW UPDATED EXIT TERM SHEETS	1.00	1,380.00
02/02/21	POHL	AHC ADVISOR CALL RE SALE STRUCTURE/DILIGENCE (.5); AHC/UCC ADVISOR FOLLOW-UP CALL RE SALE STRUCTURE/DILIGENCE (.5); CALL WITH PURCHASER PROSPECT (.9)	1.90	2,622.00
02/02/21	CHARLES	REVIEW TAF LLC AGREEMENT AND CORRESPONDENCE REGARDING SAME	1.60	1,368.00
02/02/21	MOLTON	REVIEW FA PRESENTATION RE ALTERNATIVE TRANSACTION DEAL	0.90	1,390.50
02/02/21	MOLTON	AHC MEDIATION WORKING GROUP MEETING WITH NEW DOJ GROUP	1.20	1,854.00

Date	Professional	Description	Hours	Value
02/02/21	MOLTON	REVIEW FA'S WATERFALL PRESENTATION	1.10	1,699.50
02/02/21	MOLTON	REVIEW DEBTORS' PLAN TERM SHEET	1.50	2,317.50
02/02/21	BOUCHARD	LEGAL RESEARCH AND ANALYSIS RE: US TAX STRUCTURING AND CONSIDERATIONS RELATED TO POST-EFFECTIVE DATE ENTITIES	2.30	2,185.00
02/03/21	CHARLES	REVIEW AND COMMENT ON TAF 2 LLC AGREEMENT (2.0); CALL WITH B. KELLY AND P. FLINK REGARDING SAME (.4); ANALYSIS OF BYLAWS (1.9)	4.50	3,847.50
02/03/21	TOOMEY	REVIEW PRECEDENT TRUST AGREEMENTS AND COMPILE INDEMNIFICATION AND GOVERNANCE PROVISIONS THEREFROM TO FACILITATE DRAFTING OF TRUST AGREEMENT (1.2); AGGREGATE ALL PROVISIONS INTO MASTER COMPARISON DOCUMENT AND FINALIZE SAME FOR INTERNAL DISTRIBUTION (2.2)	3.40	1,819.00
02/03/21	KELLY	REVIEW BR COMMENTS ON TAX MATTER FOR NOAT TAX STATUS (.4); CORRESPONDENCE WITH KL ON TAX MATTERS AND SHARE APPLICABLE PRECEDENT FOR TAX ISSUE (.3); REVIEW AND RESPOND TO DON SIMON ON TAX QUERIES RE POST-EFFECTIVE DATE STRUCTURE (1.0); DRAFT REVISIONS TO TERM SHEET FOR TRIBES MATTERS AND DISTRIBUTE SAME TO WORKING GROUP (.5); CALL WITH JEN CHARLES TO DISCUSS TERMS OF TAF II OPERATING AGREEMENT (.4)	2.60	2,899.00
02/03/21	BOUCHARD	TELECONFERENCE WITH KRAMER LEVIN TAX AND FINANCIAL ADVISORS RE: PROPOSED PLAN STRUCTURE AND TAX IMPLICATIONS	0.70	665.00
02/04/21	CHARLES	REVISE BYLAWS (1.0); REVIEW AND COMMENT ON TAF 2 LLC AGREEMENT (1.0); REVIEW PLAN TERM SHEET (1.8)	3.80	3,249.00
02/04/21	KELLY	TAX: PREPARE FOR AND CALL WITH DPW TAX AND KL TAX TO REVIEW CURRENT MATTERS, INCLUDING TAX ISSUES AND DOCUMENT MATTERS FOR 2/15/21 FILING DATE (1.0); SUMMARIZE TAX MATTERS FOR WORKING GROUP (.2)	1.20	1,338.00
02/04/21	KELLY	TAX: PREPARE FOR AND JOIN CALL WITH DEBTORS' COUNSEL, KL, TO REVIEW MAJOR OPEN ITEMS ON PLAN SHEET (1.4); PREPARE WRITTEN SUMMARY OF KEY CONSIDERATIONS IN PROGRESS (.3)	1.70	1,895.50
02/04/21	KATZ	RESEARCH RE: IMPACT OF QSF TAX STATUS ON SUBSIDIARIES OF THE QSF	1.50	1,027.50
02/04/21	POHL	CALL RE: PLAN TERM SHEET	1.10	1,518.00

Date	Professional	Description	Hours	Value
02/04/21	BOUCHARD	TELECONFERENCE WITH KRAMER LEVIN TAX AND DAVIS POLK TAX RE: TAX STRUCTURING (.9); LEGAL RESEARCH AND ANALYSIS RE: SAME (.4)	1.30	1,235.00
02/04/21	MOLTON	REVIEW STATUS OF DOJ POSITION RE TERM SHEET	0.50	772.50
02/04/21	MOLTON	REVIEW LATEST ITERATIONS OF PLAN TERM SHEET	0.90	1,390.50
02/05/21	CICERO	REVIEW AND COMMENTS TO DRAFTING OF NAS TRUST AGREEMENT	1.30	1,150.50
02/05/21	CHARLES	REVISE TAF 2 LLC AGREEMENT (2.0); AND RESEARCH FORM LANGUAGE (1.3)	3.30	2,821.50
02/05/21	KELLY	TAX: REVIEW INCOMING SACKLER CONTRIBUTION AGREEMENT (1.1); REVIEW ISSUES LIST ON SACKLER CONTRIBUTION AGREEMENT (.5)	1.60	1,784.00
02/05/21	KATZ	RESEARCH RE: WHETHER A SUBSIDIARY OF A QSF CAN POTENTIALLY ALSO BE SUBJECT TO GSF STATUS FOR TAX PURPOSES	1.50	1,027.50
02/05/21	MOLTON	TEAM CALL RE REVIEW OF LATEST ITERATION OF PLAN TERM SHEET	1.10	1,699.50
02/05/21	MOLTON	MEETING WITH GILBERT AND DOJ RE STATUS AND ACTION ITEMS	1.10	1,699.50
02/05/21	BOUCHARD	LEGAL RESEARCH AND ANALYSIS RE: US TAX CONSIDERATIONS OF PROPOSED TRANSACTION STRUCTURE	3.80	3,610.00
02/05/21	AHMADI	TAX RESEARCH AND ANALYSIS RE: CHOICE OF ENTITY TYPE FOR QSF	2.00	1,290.00
02/06/21	POHL	REVIEW AND COMMENT ON SACKLER AGREEMENT	1.50	2,070.00
02/06/21	KELLY	TAX: CORRESPONDENCE REGARDING SACKLER CONTRIBUTION AGREEMENT	0.40	446.00
02/06/21	BOUCHARD	REVIEW AND ANALYSIS OF DOCUMENTATION RELATED TO RESTRUCTURING TRANSACTIONS	2.10	1,995.00
02/07/21	ANDROMALOS	CORRESPONDENCE WITH S. POHL RE FINANCE ASSIGNMENT AND ATTENTION TO SAME	0.20	207.00
02/07/21	POHL	REVIEW SLACKER TRANSACTION AGREEMENT	0.40	552.00
02/07/21	KELLY	TAX: BR CORRESPONDENCE ON COMMENTS TO SACKLER CONTRIBUTION AGREEMENT	0.30	334.50

Date	Professional	Description	Hours	Value
02/08/21	CHARLES	REVISE TAF 2 LLC AGREEMENT (2.0); REVIEW EXCULPATION AND INDEMNITY LANGUAGE (1.5); CALL WITH B. KELLY REGARDING LLC INTERESTS AND TERMS (.5)	4.00	3,420.00
02/08/21	CICERO	CALL WITH M. DIAZ RE: DOJ PLAN STRUCTURING AND CLAIMS ANALYSIS IN SUPPORT OF SAME (.6); PREPARE EMAIL MEMOS TO FTI RE: SAME AND PROVIDING DOCUMENTATION RE: SAME (1.9); FOLLOW-UP CALL WITH FTI PROVIDING OVERVIEW OF SAME (.4)	2.90	2,566.50
02/08/21	GUGLIELMOTTI	STRATEGIZE RE: SALE SCENARIO	0.50	542.50
02/08/21	ANDROMALOS	ANALYSIS OF TERM SHEET, CONTRIBUTION AGMT, NUMEROUS CORRESPONDENCE RE PROPOSALS AND ISSUES LIST (4.0); CORRESPONDENCE WITH GROUP RE SAME (1.0); PREPARING COMMENTS RE CONTRIBUTION AGMT (2.0); CORRESPONDENCE WITH STEVE POHL RE CONTRIBUTION AGMT (.5); SEVERAL CORRESPONDENCE WITH ADAM GRANDY RE SAME (.6)	8.10	8,383.50
02/08/21	POHL	REVIEW UPDATED SALE PROPOSAL (.8); AND CALL WITH UCC ADVISORS RE: SAME (.5)	1.30	1,794.00
02/08/21	POHL	REVIEW SLACKER CONTRIBUTION AGREEMENT	0.90	1,242.00
02/08/21	MOLTON	REVIEW PLAN TERM SHEET REVISIONS	1.10	1,699.50
02/08/21	GRANDY	REVIEW AND ANALYSE THE TERM SHEET, THE CONTRIBUTION AGREEMENT AND THE CONTRIBUTION AGREEMENT ISSUES LIST (4.5); NUMEROUS EMAILS WITH RESPECT TO THE SAME (1.1)	5.60	4,732.00
02/08/21	BOUCHARD	TELECONFERENCE WITH KRAMER LEVIN TAX AND FINANCIAL ADVISORS RE: DRAFT CONTRIBUTION AGREEMENT (.5); REVIEW AND ANALYZE TAX IMPLICATIONS OF CONTRIBUTION AGREEMENT (1.1)	1.60	1,520.00
02/08/21	KELLY	TAX: PREPARE FOR AND JOIN ZOOM MTG WITH HL TO REVIEW TAX CONSIDERATIONS OF PURCHASER LATEST PROPOSAL (1.5); PREPARE FOR AND CALL WITH KL AND FT TAX TO DISCUSS ISSUES LIST OF SACKLER CONTRIBUTION AGREEMENT (1.4); RESPOND TO INCOMING CORRESPONDENCE WITH ANDROMALOS AND POHL TO ADDRESS SACKLER CONTRIBUTION AGREEMENT ISSUES (.6)	3.50	3,902.50
02/09/21	CHARLES	REVISE TAF 2 LLC AGREEMENT (1.0); REVIEW AMENDMENT PROVISION (1.4)	2.40	2,052.00

Date	Professional	Description	Hours	Value
02/09/21	KELLY	TAX: REVIEW SACKLER CONTRIBUTION AGREEMENT ISSUES LISTS FROM KL (.6); CALL WITH KL ON ISSUES LIST (.5); REVIEW ISSUES LIST ON CONTRIBUTION AGREEMENT FROM DPW (.8); DRAFT ADDITIONAL TAX AND DISTRIBUTION COMMENTS FOR CONTRIBUTION AGREEMENT ISSUES (1.2)	3.10	3,456.50
02/09/21	ANDROMALOS	REVIEW KL ISSUES LIST AND REVISED SAME (2.0); PREP FOR CALL WITH KL (2.0); CALL WITH KL (.8); ANALYSIS OF DPW ISSUES LIST AND ISSUES RE SAME (2.0)	6.80	7,038.00
02/09/21	POHL	REVIEW SACKLER AGREEMENT	0.50	690.00
02/09/21	POHL	PREPARE FOR (.4) AND ATTEND CALL WITH KRAMER LEVIN TEAM RE SACKLER AGREEMENT (.8)	1.20	1,656.00
02/09/21	FLINK	REVIEW CONTRIBUTION AGREEMENT INDEMNIFICATION ISSUE (.3); ASSIST RE LLC AGREEMENT ISSUES (.5)	0.80	988.00
02/09/21	MOLTON	REVIEW OF PLAN TURN SHEET AND VARIOUS COMMENTS THERETO	1.90	2,935.50
02/09/21	BOUCHARD	CONFERENCE WITH BANKRUPTCY AND FINANCE ATTORNEYS RE: DRAFT CONTRIBUTION AGREEMENT (.3); CONFERENCE WITH KRAMER LEVIN RE: SAME (.4); REVIEW AND ANALYZE CONTRIBUTION AGREEMENT ISSUES LIST (.7)	1.40	1,330.00
02/10/21	CICERO	REVIEW PJT DECK ON MINIMUM DISTRIBUTION & OPERATING PARAMETERS (.6) WORK ON CLAIMS ANALYSIS ISSUES WITH FTI AND GILBERT TEAM (.4); ATTEND FULL AHC STRATEGY CALL (1.5)	2.50	2,212.50
02/10/21	CHARLES	REVIEW CONTRIBUTION AGREEMENT AND RELATED DOCUMENTS	2.00	1,710.00
02/10/21	POHL	REVIEW SACKLER CONTRIBUTION AGREEMENT AND PROVIDE COMMENTS (.7); REVIEW HL DECK RE: SALE/EXIT OPTIONS (.7)	1.40	1,932.00
02/10/21	ANDROMALOS	REVIEW DPW'S ISSUES LIST (1.0); ANALYSIS OF DPW'S LIST VS KL'S LIST AND OUR COMMENTS THERETO (2.0); REVISED DPW'S ISSUES LIST (1.2); SEVERAL CORRESPONDENCE WITH TEAM AND KL RE SAME (.5); VARIOUS CORRESPONDENCE RE DEVELOPMENTS IN CASE (.5)	5.20	5,382.00
02/10/21	MOLTON	REVIEW DOJ TURN OF PLAN TERM SHEET	1.10	1,699.50
02/10/21	MOLTON	REVIEW REVISED ALTERNATIVE TRANSACTION DEAL (1.1); REVIEW PRESENTATIONS RE SAME (1.0)	2.10	3,244.50

Date	Professional	Description	Hours	Value
02/10/21	KELLY	TAX: JOIN AHC MEETING TO REVIEW CURRENT STATUS OF DEVELOPMENTS FOR PLAN FILING (1.7); ANALYZE, REVIEW AND COMMENT ON FURTHER TAX CONSIDERATIONS/QUESTIONS ON SACKLER CONTRIBUTION AGREEMENT RE IAC PROCEEDS (1.1)	2.80	3,122.00
02/10/21	BOUCHARD	REVIEW TERM SHEETS FOR POST-EMERGENCE ENTITIES AND DRAFT REVISIONS TO SAME	2.00	1,900.00
02/11/21	CHARLES	REVIEW AND COMMENT ON NOAT AND TAF TERM SHEET (.9); REVIEW AND COMMENT ON CONTRIBUTION AGREEMENT (.9)	1.80	1,539.00
02/11/21	ANDROMALOS	PREP FOR CALL WITH DPW AND KL RE CONTRIBUTION AGMT (.8); SEVERAL CORRESPONDENCE RE SAME (.3); CORRESPONDENCE WITH GROUP RE SAME (.3); ATTENTION TO DPW'S REVISED ISSUES LIST (.3); REVIEW TO AKIN'S COMMENTS (.2)	1.90	1,966.50
02/11/21	POHL	REVIEW AND COMMENT ON SACKLER AGREEMENT (.4); CALL WITH DEBTOR AND CREDITOR GROUPS RE SACKLER AGREEMENT (.8)	1.20	1,656.00
02/11/21	KELLY	TAX: PREPARE FOR AND CALL WITH DPW TAX GROUP TO REVIEW CURRENT TAX MATTERS AND PLAN AND DISCLOSURE STATEMENT (1.3); CORRESPONDENCE WITH DPW TAX ON TRIBES ISSUES AND OTHER RELATED DEAL POINTS (.4); REVISE NOAT TERM SHEET (.7); REVISE TAFT TERM SHEET (.6); REVIEW INCOMING CORRESPONDENCE ON EDITS TO TERM SHEETS (.3); DRAFT EMAIL ON POST-EFFECTIVE DATE TAX CONSIDERATIONS FOR NOAT(.3)	3.60	4,014.00
02/11/21	MOLTON	ANALYSIS OF PLAN TERM SHEET REVIEW, INCLUDING COMMENTS OF DOJ	2.50	3,862.50
02/11/21	BOUCHARD	WEEKLY TAX LAWYERS CALL WITH KRAMER LEVIN AND DAVIS POLK (1.0); REVIEW DOCUMENTATION RE: POST-EFFECTIVE DATE ENTITIES (.8); LEGAL RESEARCH AND ANALYSIS RE: TAX STRUCTURE OF SAME (8)	2.60	2,470.00
02/12/21	CHARLES	CORRESPONDENCE REGARDING TERM SHEETS AND REVISED PLAN	0.90	769.50
02/12/21	POHL	REVIEW HOULIHAN SALE ANALYSIS UPDATE (.5); REVIEW FIRST DRAFT OF PLAN (1.2)	1.70	2,346.00

Date	Professional	Description	Hours	Value
02/12/21	KELLY	TAX: REVIEW DEBTORS PLAN DRAFT 12.12.21 (2.1); REVIEW TRIBES LLC AGREEMENT DRAFT (.8); REVIEW NOAT BYLAWS DRAFT (.4); REVIEW INCOMING CORRESPONDENCE ON TERMS OF SHAREHOLDER CONTRIBUTION AGREEMENT AND COMMENT ON TAX CONSIDERATIONS (1.2)	4.50	5,017.50
02/12/21	BOUCHARD	REVIEW AND ANALYSIS OF DRAFT PLAN PROVIDED BY DEBTORS	1.90	1,805.00
02/12/21	BOUCHARD	REVIEW AND RESPOND TO MULTIPLE COMMUNICATIONS RE: DOCUMENTATION FOR POST-EFFECTIVE DATE ENTITIES	0.40	380.00
02/12/21	MOLTON	REVIEW PLAN TERM SHEETS, INCLUDING AHC REVISIONS TO GOVERNANCE PROVISIONS	1.80	2,781.00
02/12/21	ANDROMALOS	VARIOUS CORRESPONDENCE RE ISSUES LIST AND OTHER NEGOTIATIONS	1.20	1,242.00
02/12/21	FLINK	ATTEND TO DRAFT PLAN	0.50	617.50
02/13/21	CICERO	REVIEW DRAFT PLAN AND PROVIDE COMMENTS TO SAME (3.5); COLLECT AND COORDINATE COMMENTS OF OTHER BR TEAM MEMBERS, INCLUDING TAX AND CORPORATE COMMENTS TO SAME (1.5)	5.00	4,425.00
02/13/21	CHARLES	REVIEW AND COMMENT ON PLAN AND TERM SHEET (4.5); CORRESPONDENCE WITH BR TEAM REGARDING COMMENTS TO PLAN (.5)	5.00	4,275.00
02/13/21	POHL	REVIEW AND COMMENT ON DRAFT PLAN	2.20	3,036.00
02/13/21	KELLY	TAX: FURTHER REVIEW OF DEBTORS DRAFT PLAN 12.12.21 (.9); DRAFT TAX CONSIDERATIONS FOR BR COMMENTS (.6); CORRESPONDENCE WITH SIMON ON TRIBES ISSUES IN PLAN (.2); DRAFT SUMMARY AND PROVIDE TO KL / GILBERT'S ON RECOMMENDED TAX MATTERS BEFORE PLAN IS FILED (.5)	2.20	2,453.00
02/14/21	CICERO	WORKING GROUP CALL ON REVISIONS TO DEBTORS' DRAFT PLAN (1.5); CONFORM EDITS FROM MULTIPLE SOURCES AND COORDINATING EMAILS RE: COMMENTS TO PLAN TO KRAMER LEVIN TEAM (.9)	2.40	2,124.00
02/14/21	CHARLES	REVIEW AND COMMENT ON PLAN DOCUMENT (2.0); CALL WITH P. FLINK REGARDING SAME (.5); CALL WITH BR TEAM TO WALK THROUGH ALL COMMENTS TO PLAN DOCUMENT (1.5)	4.00	3,420.00
02/14/21	POHL	INTERNAL DISCUSSION RE COMMENTS ON DRAFT PLAN	1.70	2,346.00

Date	Professional	Description	Hours	Value
02/14/21	KELLY	TAX: DETAILED REVIEW OF DEBTORS PLAN (1.1); DRAFT TAX STRUCTURE COMMENTS IN PLAN (.9); PAGE TURN ON ISSUES WITH POHL, CICERO, CHARLES RE BANKRUPTCY AND CORPORATE CONSIDERATIONS TO BE ADDRESSED (1.5); CORRESPONDENCE WITH SIMON ON TRIBE TAX AND STRUCTURE ISSUES (.5); CORRESPONDENCE WITH RINGER ON TAX AND STRUCTURE ISSUES (.3); CALL WITH H STOOPACK ON TAX ISSUES (.3); TAX ANALYSIS ON TRANSFER OF ASSETS TO TAXABLE QSF (.6)	5.20	5,798.00
02/14/21	FLINK	REVIEW PLAN PROVISIONS RE GOVERNANCE AND RELATED ISSUES	1.70	2,099.50
02/15/21	POHL	REVIEW PLAN UPDATES AND RELATED PLEADINGS AND CORRESPONDENCE	1.00	1,380.00
02/15/21	KELLY	TAX: CORRESPONDENCE WITH SKIKOS AND SIMON ON TRIBES MATTERS (.3); TAX ANALYSIS OF NEWCO IF OWNED BY MDT (1.0); REVIEW SUMMARY FROM RINGER ON ISSUES TO BE ADDRESSED (.3)	1.60	1,784.00
02/15/21	ANDROMALOS	REVIEW NUMEROUS CORRESPONDENCE RE NEGOTIATIONS AND ISSUES RE SAME	0.80	828.00
02/15/21	MOLTON	ADDRESS PLAN ISSUES WITH TEAM	1.80	2,781.00
02/15/21	MOLTON	REVIEW LATEST ALTERNATIVE TRANSACTION DEAL PROPOSAL AND FA PRESENTATION THEREOF	0.70	1,081.50
02/16/21	CICERO	PREPARE FOR AND ATTEND PRESENTATION ON POTENTIAL PLAN SALE TRANSACTION BY PROPOSED PURCHASER (2.0); REVIEW SALE TRANSACTION MATERIALS IN PREPARATION FOR STRATEGY CALL WITH PUBLIC GROUP (.7); PREPARE FOR AND ATTEND PUBLIC WORKING GROUP CALL RE: PROPOSED EXIT STRATEGIES (1.5); REVIEW REDLINES OF COMMENTS AND ADDITIONAL COMMENTS TO PLAN DOCUMENTS (.6)	4.80	4,248.00
02/16/21	CHARLES	INTERNAL CORRESPONDENCE REGARDING PLAN DOCUMENT AND TERM SHEETS	0.40	342.00
02/16/21	POHL	REVIEW PLAN COMMENTS	0.50	690.00
02/16/21	POHL	NCSG/AHC CALL RE PLAN EXIT OPTIONS/STRUCTURES	1.90	2,622.00
02/16/21	POHL	REVIEW HL MATERIALS RE: SALE OPTIONS	0.60	828.00
02/16/21	ANDROMALOS	NUMEROUS CORRESPONDENCE AND MATERIALS RE RECENT DEVELOPMENTS AND ISSUES RE SAME	1.50	1,552.50

Date	Professional	Description	Hours	Value
02/16/21	AHMADI	PREPARE MEETING MATERIALS FOR DOJ MEETING RE: PROPOSED TRUST STRUCTURE (1.0); ADDITIONAL LEGAL RESEARCH RE: PROPOSED TRUST STRUCTURE IN ANTICIPATION OF DOJ MEETING (1.0); SUMMARIZE AND DRAFT CORRESPONDENCE RE: LEGAL RESEARCH (1.0); REVIEW AND PROVIDE COMMENTS TO DRAFT DOJ MEETING AGENDA (.4)	3.40	2,193.00
02/16/21	MOLTON	REVIEW PLAN TERM SHEET ISSUES AND GOVERNANCE ISSUES; REVIEW NCSG ISSUES	2.20	3,399.00
02/16/21	MOLTON	PREPARE FOR AND PARTICIPATE IN ZOOM CONFERENCE WITH AHC AND FAS RE ALTERNATIVE TRANSACTION DEAL	1.40	2,163.00
02/16/21	MOLTON	PARTICIPATE IN PRE-CALL WITH AHC PROFESSIONALS RE PREPARATION FOR CALL WITH NCSG	0.70	1,081.50
02/16/21	MOLTON	PREPARE FOR AND PARTICIPATE IN ZOOM CONFERENCE BETWEEN AHC AND NCSG RE ALTERNATIVE TRANSACTION DEAL AND GOVERNANCE TERM SHEET ISSUES	1.60	2,472.00
02/16/21	BOUCHARD	MULTIPLE COMMUNICATIONS RE: US TAX STRUCTURE (.3); LEGAL ANALYSIS RE: SAME (.6)	0.90	855.00
02/16/21	KELLY	TAX: REVIEW MATERIALS TO PREPARE FOR AND JOIN PRESENTATION MEETING ON SETTLEMENT STRUCTURING (1.7); REVIEW MATERIALS, PREPARE FOR AND JOIN AHC /NCSG MEETING ON SETTLEMENT STRUCTURING (1.7); ANALYZE TAX CONSIDERATIONS IN STRUCTURING PROPOSAL FOR NOAT (.3); EDIT FIRST DRAFT DISCUSSION POINTS FOR DOJ FOR NOAT TAX MATTERS AND REVIEW COMPARABLES FOR CONTENT AND APPROPRIATE REFERENCES (1.8)	5.50	6,132.50
02/17/21	CICERO	ATTEND AHC WORKING GROUP PLAN ISSUES AND DRAFTING SESSION (2.2); ATTEND PURDUE FULL AHC MEETING RE: PLAN ISSUES AND STRATEGY RE: CONSENTS AND GOVERNANCE (1.5)	3.70	3,274.50
02/17/21	KELLY	REVISE NOAT TRUST AGREEMENT TO DEBTORS' PLAN TERMS (1.2); REVISE MDT TRUST AGREEMENT TO DEBTORS' PLAN TERMS (1.2); JOIN AHC ZOOM MEETING ON PLAN ISSUES (2.0); JOIN AHC COMMITTEE CALL ON DEVELOPMENT UPDATES (1.0); REVISE NOAT MEMO FOR DOJ AND CIRCULATE FOR MEETING 2/18 (.6)	6.00	6,690.00

Date	Professional	Description	Hours	Value
02/17/21	GUGLIELMOTTI	REVIEW OF INCOMING CORRESPONDENCE RE: PLAN AND IRS GUIDANCE (.2); TELECONFERENCE WITH NICOLE BOUCHARD RE: SAME (.2)	0.40	434.00
02/17/21	POHL	AHC ADVISOR AND MEDIATION SUBCOMMITTEE PLAN ISSUES CALL	2.00	2,760.00
02/17/21	ANDROMALOS	REVIEW CORRESPONDENCE RELATED TO LATEST NEGOTIATIONS AND ISSUES RE SAME	0.20	207.00
02/17/21	MOLTON	MEET WITH AHC RE PLAN ISSUES	1.20	1,854.00
02/18/21	GUGLIELMOTTI	REVIEW OF INCOMING CORRESPONDENCE RE: DOJ PROCESS (.2); PREPARATION OF OUTGOING CORRESPONDENCE IN RESPONSE (.2)	0.40	434.00
02/18/21	POHL	CALL WITH DOJ RE: PLAN MATTERS	0.50	690.00
02/18/21	KELLY	TAX: REVIEW MATERIALS FOR DOJ ZOOM MEETING AND JOIN MEETING ON NOAT MATTERS (1.0); DRAFT CORRESPONDENCE TO DOJ ON NOAT MATTERS (.5); ANALYSIS OF COMPARABLES FOR DOJ LETTER ON NOAT MATTERS (1.1); CALL WITH DPW TAX ON CURRENT PLAN TAX AND STRUCTURING MATTERS (1.0); FOLLOW UP WITH DPW ON DOCUMENTATION RE PLAN DISCLOSURE (.3); REVISE TAFT TERM SHEET (1.1); RESPOND TO INCOMING CORRESPONDENCE ON TRIBES' TAFT AND TAF2 (.6)	5.60	6,244.00
02/18/21	AHMADI	TAX RESEARCH AND ANALYSIS RE: PROPOSED NOAT STRUCTURE	0.40	258.00
02/18/21	BOUCHARD	CONFERENCE WITH B. KELLY RE: TRANSACTION STURDY AND DOCUMENTATION (1.0); WEEKLY TAX LAWYERS CALL WITH KRAMER LEVIN AND DAVIS POLK (.8); LEGAL ANALYSIS RE: POST-EFFECT DATE STRUCTURE (.5)	2.30	2,185.00
02/18/21	MOLTON	CONFERENCE CALL WITH BR TEAM RE PLAN TAX ISSUES	0.90	1,390.50
02/19/21	GUGLIELMOTTI	REVIEW OF INCOMING CORRESPONDENCE RE: DOJ AND IRS CORRESPONDENCE (.1); REVIEW OF DRAFT LETTER (.2)	0.30	325.50
02/19/21	POHL	REVIEW AND COMMENT ON PLAN TERM SHEET UPDATES	1.10	1,518.00
02/19/21	ANDROMALOS	REVIEW RECENT DEVELOPMENTS AND CORRESPONDENCE RE SAME	0.40	414.00
02/19/21	AHMADI	REVIEW INCOMING CORRESPONDENCE	0.30	193.50
02/19/21	BOUCHARD	LEGAL RESEARCH AND ANALYSIS RE: TAX IMPLICATIONS OF PROPOSED POST-EMERGENCE STRUCTURE	1.00	950.00

Date	Professional	Description	Hours	Value
02/19/21	MOLTON	REVIEW PLAN REVIEW, REVISIONS AND ISSUES RE PLAN DOCUMENTS	2.30	3,553.50
02/19/21	KELLY	TAX: RESEARCH AND DILIGENCE IN RESPONSE TO QUESTIONS FROM DOJ (1.5); WORK ON LETTER TO DOJ RE TAX MATTERS FOR NOAT (.6); REVIEW DOJ COMMENTS TO NEWCO TOPCO GOVERNANCE TERM SHEET AND PROVIDE RESPONSE (1.1); FURTHER REVISIONS TO TAFT AND TAF2 TERM SHEET FOR TRIBES' ADVISORS' APPROVAL (1.4); REVISIONS TO TAFT TRUST AGREEMENT TO REFLECT CHANGES NEEDED (1.1); CORRESPONDENCE WITH TRIBES' ADVISORS RE TERMS OF TAFT/TAF2 (.3); REVISIONS TO NOAT TRUST AGREEMENT TO REFLECT FURTHER CONSIDERATIONS WITH RESPECT TO ADMINISTRATION AND ABATEMENT GOALS (1.6)	7.60	8,474.00
02/20/21	KELLY	FURTHER REVISIONS TO DRAFT NOAT TRUST AGREEMENT (1.2); FURTHER REVISIONS TO DRAFT TAFT TRUST AGREEMENT (1.4)	2.60	2,899.00
02/22/21	CHARLES	REVIEW COMPARISON OF TERMS IN TRUST AGREEMENT FOR UPDATE TO NOAT TRUST AGREEMENT	1.80	1,539.00
02/22/21	SIEGER-GRIMM	CALL WITH B. KELLY RE: TRUST AGREEMENT STATUS/REVIEW	0.20	161.00
02/22/21	GUGLIELMOTTI	REVIEW OF LETTER TO DOJ (.4); PREPARATION OF COMMENTS THERETO (.3); PREPARATION OF OUTGOING CORRESPONDENCE RE: SAME (.1)	0.80	868.00
02/22/21	POHL	REVIEW AND COMMENT ON LATEST PLAN TERM SHEET DRAFTS	1.10	1,518.00
02/22/21	ANDROMALOS	REVIEW CORRESPONDENCE RE LOGISTICS AND LETTER FROM UCC	0.20	207.00
02/22/21	PINELO	REVIEW PROPOSED DS ORDER AND EXHIBITS AND REVISE THE SAME PER S. POHL AND G. CICERO (4.2); CALL/ G. CICERO RE THE SAME (.2); REVISE DS ORDER PER G. CICERO (.7); FORWARD EMAIL W/ REVISED ORDER AND REDLINE TO GILBERT AND KRAMER LEVIN (.2)	5.30	3,418.50

Date	Professional	Description	Hours	Value
02/22/21	KELLY	TAX: CORRESPONDENCE WITH DOJ ON CERTAIN NOAT TAX MATTERS (.3); REVISE DRAFT LETTER TO DOJ RE NOAT TAX MATTERS (.8); CALL WITH IRS PERSONNEL ON NOAT (.6); CALL WITH 2D IRS STAFF PERSON ON NOAT TAX MATTERS (.6); FURTHER FACTUAL DILIGENCE ON NOAT TAX MATTERS (1.1); FURTHER LEGAL RESEARCH ON TAX GUIDANCE FOR NOAT PRIOR TO EFFECTIVE DATE OF TRUST FORMATION (.9)	4.30	4,794.50
02/22/21	MOLTON	PLAN REVIEW AND REVISION (1.2); REVIEW PLAN DOCUMENTS (1.0)	2.20	3,399.00
02/22/21	BOUCHARD	LEGAL ANALYSIS RE: TAX IMPLICATIONS OF POST-EMERGENCE STRUCTURE	1.20	1,140.00
02/23/21	CICERO	REVIEW PURDUE CO-DEFENDANT TERM SHEET (.3); REVIEW AND COMMENTS TO CONTINUED PLAN TERM SHEET REDLINES (.5)	0.80	708.00
02/23/21	CHARLES	REVIEW AND COMMENT ON REVISED PLAN (.9); CORRESPONDENCE REGARDING REVISED PLAN (.3); ANALYZE SAMPLE LIABILITY AND TRUSTEE PROVISIONS FOR NOAT TRUST AGREEMENT (1.6); REVIEW REVISED ISSUES LIST FOR CONTRIBUTION AGREEMENT (1.2); CORRESPONDENCE REGARDING NOAT TRUST BYLAWS AND TAF2 LLC AGREEMENT (.5)	4.50	3,847.50
02/23/21	GUGLIELMOTTI	REVIEW OF INCOMING CORRESPONDENCE RE: TAX ISSUES (.1); REVIEW OF REVISED LETTER (.4)	0.50	542.50
02/23/21	ANDROMALOS	ATTENTION TO CORRESPONDENCE RE DEVELOPMENTS IN CASE AND REVISED ISSUES LIST	0.50	517.50
02/23/21	POHL	REVIEW AND COMMENT ON UPDATE PLAN AND RELATED TERM SHEETS (.9); REVIEW MATERIAL RE: SACKLER SETTLEMENT AGREEMENT (.4)	1.30	1,794.00
02/23/21	KELLY	TAX: CALL WITH IRS ON NOAT MATTERS (.3); REVISE DRAFT CORRESPONDENCE TO DOJ ON NOAT TAX MATTERS (.5); DRAFT COMMENTS TO DEBTORS' PLAN AND CONVEY ISSUES TO RACHAEL RINGER (1.3); ZOOM MEETING WITH DOJ REGARDING AHC CURRENT ISSUES (1.3); JOIN PURDUE NONSTATE UPDATE CALL FOR CURRENT ISSUES (.5)	3.90	4,348.50
02/23/21	MOLTON	PARTICIPATE IN CONFERENCE CALL WITH DOJ AND AHC RE OUTSTANDING PLAN ISSUES, INCLUDING VALUE OF ALLOWED DOJ GUC CLAIMS	1.10	1,699.50
02/23/21	MOLTON	CONTINUED REVIEW OF PLAN DRAFT REVISIONS AND TERM SHEET EDITS	1.80	2,781.00

Date	Professional	Description	Hours	Value
02/23/21	AHMADI	REVIEW INCOMING CORRESPONDENCE	0.20	129.00
02/24/21	CHARLES	CALL WITH P. FLINK, N. BOUCHARD AND B. KELLY TO DISCUSS COMMENTS TO NOAT BYLAWS AND TAF 2 LLC AGREEMENT (1.3); ANALYZE LANGUAGE FROM PRIOR TRANSACTION TO USE FOR NOAT BYLAWS AND TAF 2 LLC AGREEMENT (1.4); REVISE BYLAWS AND LLC AGREEMENT (1.2); REVIEW CONTRIBUTION AGREEMENT ISSUES LIST (1.2)	5.10	4,360.50
02/24/21	CICERO	REVIEW THIRD PARTY CLAIM TREATMENT PROPOSAL FROM DISTRIBUTORS (.6); CALL WITH CO-COUNSEL RE: STRATEGY RE: SAME (.9); REVIEW CASE PRECEDENTS RE: SAME (1.3)	2.80	2,478.00
02/24/21	KELLY	TAX: CALL WITH KL TAX ON NEXT STEPS WITH NOAT (.5); REDRAFT LETTER TO DOJ RE NOAT TAX MATTERS (1.4); CALL WITH POHL REGARDING TAX MATTERS ON NOAT (.2); PREPARE FOR AND ZOOM CALL TO REVIEW PLAN COMMENTS AND AHC OPEN ISSUES (1.7); CALL WITH J CHARLES, FLINK ON DRAFTING ISSUES FOR TAFT LLC AGREEMENT AND NOAT BYLAWS (1.5)	5.30	5,909.50
02/24/21	SIEGER-GRIMM	REVIEW/COMMENTS TO DOJ LETTER	0.30	241.50
02/24/21	GUGLIELMOTTI	REVIEW OF INCOMING CORRESPONDENCE RE: PLR LETTER (.1); REVIEW OF REVISED LETTER (.3); TELECONFERENCE TO STRATEGIZE RE: SAME (.5)	0.90	976.50
02/24/21	ANDROMALOS	SEVERAL CORRESPONDENCE RE DEVELOPMENTS, STATUS AND OTHER MATERIALS	0.40	414.00
02/24/21	POHL	REVIEW LATEST PLAN TERM SHEET COMMENTS	0.50	690.00
02/24/21	POHL	REVIEW MATERIAL AND COMMENT ON TAX RELATED CORRESPONDENCE	0.40	552.00
02/24/21	FLINK	ATTEND TO GOVERNANCE DOCUMENTS	1.00	1,235.00
02/24/21	FLINK	ATTEND TO REVISED PLAN	0.30	370.50
02/24/21	BOUCHARD	CONFERENCE WITH KRAMER LEVIN TAX RE: TAX STRUCTURING (.4); LEGAL ANALYSIS RE: STRUCTURE AND DOCUMENTATION FOR POST-EMERGENCE ENTITIES (2.4)	2.80	2,660.00
02/24/21	MOLTON	CONFERENCE CALL WITH AHC COUNSEL RE THIRD PARTY CLAIMS IN PURDUE	0.80	1,236.00
02/24/21	MOLTON	REVIEW CLAIM TREATMENT OF CO-DEFENDANT CLAIMS	1.20	1,854.00

Date	Professional	Description	Hours	Value
02/24/21	MOLTON	PARTICIPATE IN TELEPHONE CONFERENCE WITH PURDUE COUNSEL AND AHC COUNSEL RE PROPOSED CLAIM TREATMENT OF CO-DEFENDANT CLAIMS	0.90	1,390.50
02/25/21	CHARLES	REVISE NOAT TRUST BYLAWS (.8); CALL WITH S. TOOMEY REGARDING SAMPLE LANGUAGE REGARDING CONTRIBUTION AND SINGLE MANAGER ISSUES (.6); REVISE TAF 2 LLC AGREEMENT (.8)	2.20	1,881.00
02/25/21	CICERO	PREPARE FOR CALL WITH PROFESSIONALS RE: PLAN ALTERNATIVES AND REVIEW DECK FROM HL RE: SAME (.4); ATTEND STRATEGY CALL WITH ALL PROFESSIONALS RE: SAME (1.3)	1.70	1,504.50
02/25/21	TOOMEY	REVIEW PRECEDENT TRUST AGREEMENTS RE: CONTRIBUTION OF CLAIMS IN EXCHANGE FOR INTEREST IN TRUST ASSETS AND DRAFT SUMMARY OF SAME (1.0); ANALYSIS OF SAME WITH J. CHARLES AND P. FLINK (.4)	1.40	749.00
02/25/21	ANDROMALOS	VARIOUS CORRESPONDENCE RE DEVELOPMENTS/CONTRIBUTION AGMT	0.30	310.50
02/25/21	POHL	PROFESSIONALS CALL RE: PLAN EXIT STRATEGIES	1.80	2,484.00
02/25/21	BOUCHARD	CONFERENCE WITH B. KELLY RE: POST-EMERGENCE STRUCTURE (.4); CONFERENCE WITH KRAMER LEVIN AND DAVIS POLK TAX ATTORNEYS (.9); REVIEW DOCUMENTATION FOR POST-EMERGENCE ENTITIES (.5)	1.80	1,710.00
02/25/21	MOLTON	REVIEW, EDIT AND COMMENT TO DRAFT PLAN AND PLAN TERM SHEET	1.80	2,781.00
02/25/21	MOLTON	PARTICIPATE IN ZOOM CONFERENCE WITH AHC COUNSEL RE STATE BUYOUT OPTION	0.90	1,390.50
02/25/21	KELLY	TAX: PREPARE FOR AND JOIN ZOOM CALL WITH FINANCIAL PROFESSIONALS REGARDING ALTERNATIVES TO STRUCTURING (1.7); PREPARE STRUCTURE DIAGRAM UPDATE FOR ALTERNATIVE STRUCTURING AND TAX CONSIDERATIONS RELATED TO SAME (.5); PREPARE FOR AND JOIN WEEKLY TAX CALL WITH DPW TAX PROFESSIONALS ON PLAN AND DISCLOSURE STATEMENT CONSIDERATIONS (1.5); REVIEW AND COMMENT ON AKIN'S TAX COMMENTS TO DEBTORS' PLAN (1.2); FURTHER ANALYSIS OF TRIBES' ISSUES IN TAFT/TAF2 INTERPLAY (.5); ANALYSIS OF CERTAIN NEWCO TAX MATTERS AS IMPACTING NOAT AND TAF2 (.4)	5.80	6,467.00

Date	Professional	Description	Hours	Value
02/26/21	GUGLIELMOTTI	REVIEW OF IRS/DOJ LETTER (.2); PREPARATION OF OUTGOING CORRESPONDENCE RE: SAME (.1)	0.30	325.50
02/26/21	MOLTON	PARTICIPATE IN CALL WITH AHC MEDIATION DELEGATION RE STATE BUY OUT ANALYSIS	0.80	1,236.00
02/26/21	BOUCHARD	CONFERENCE WITH B. KELLY RE: TAX CONSIDERATIONS OF POST-EMERGENCE ENTITIES (.5); LEGAL ANALYSIS RE: SAME (.6)	1.10	1,045.00
02/26/21	POHL	REVIEW HOULIHAN PLAN/FUNDING EXIT DECK	0.60	828.00
02/26/21	POHL	CALL WITH ARC MEDIATION SUBGROUP RE: NSSG EXIT ISSUES/STRUCTURES	0.80	1,104.00
02/26/21	KELLY	FURTHER REVISIONS TO CORRESPONDENCE WITH FOGELMAN REGARDING NOAT AND TRANSMITTAL SUMMARY (.8); ANALYSIS OF NON-PROFIT MATTERS WITH H STOOPACK (.3); CORRESPONDENCE WITH RINGER ON TAFT AND TAF 2 MATTERS (.3); CORRESPONDENCE WITH AND ANALYSIS OF DPW SUGGESTION ON TRIBES' MATTERS (.7); JOIN CALL ON HL DECK ON ALTERNATIVE MODELLING (.8); CALL WITH RACHAEL RINGER ON DEBTORS' DOCUMENT REQUESTS AND RELATED TAX STRUCTURING ISSUES (.3); REVIEW AND RESPOND TO CORRESPONDENCE FROM TRIBES' ADVISORS (.4); FURTHER TAX ANALYSIS OF DPW QUESTIONS FOR TAX DISCLOSURE (.6); COMMUNICATIONS WITH KL AND DPW ON TAX BASIS QUESTIONS FOR PLAN LANGUAGE (.4)	4.60	5,129.00
02/26/21	ANDROMALOS	REVIEW NUMEROUS ISSUES RE CONTRIBUTION AGMT AND CORRESPONDENCE RE SAME (.9); PREP FOR CALL WITH GROUP (1.0); CALL WITH GROUP (1.1)	2.90	3,001.50
02/26/21	GRANDY	CONFERENCE CALL REGARDING CONTRIBUTION AGREEMENT	1.10	929.50
02/26/21	AHMADI	TAX RESEARCH AND ANALYSIS RE: TAX LANGUAGE FOR PARTNERSHIP AGREEMENT	0.70	451.50
02/27/21	SIEGER-GRIMM	REVIEW/COMMENTS TO TRUST AGREEMENT PROVISIONS	1.90	1,529.50
02/27/21	CHARLES	REVISE TAF 2 LLC AGREEMENT PURSUANT TO COMMENTS AND CALLS (2.2); CALL WITH B. KELLY REGARDING COMMENTS TO SAME (.4)	2.60	2,223.00

Date	Professional	Description	Hours	Value
02/27/21	KELLY	REVIEW AND COMMENT ON CORRESPONDENCE FROM DEBTORS' COUNSEL ON TRIBES' AGREEMENTS (.2); REVIEW REVISIONS TO NOAT TRUST BYLAWS (.4); RESPOND TO CORRESPONDENCE RE QUESTIONS ON NOAT AND TRIBES' TRUST, LLC AND BYLAWS DOCUMENTS (.4); SUMMARY EMAIL TO BR TEAM ON CURRENT DEVELOPMENTS AND STATUS OF REQUESTS AND DOCUMENTS FOR THE PRIOR WEEK AND NEXT STEPS FOR FILING DEADLINE RE NOAT, TAFT, TAF2 AND BYLAWS, INCLUDING TAX MATTERS FOR NOAT (.5)	1.50	1,672.50
02/27/21	ANDROMALOS	NUMEROUS CORRESPONDENCE RELATED TO CONTRIBUTION AGMT AND RELATED DEVELOPMENTS	0.80	828.00
02/28/21	TOOMEY	REVIEW AND REVISE TAFT TRUST AGREEMENT TO MANDATE THREE TRUSTEE MANAGEMENT STRUCTURE (2.1); STRATEGIZE AND DISCUSS NEXT STEPS WITH B. KELLY (.3); DRAFT AND FINALIZE TAFT BYLAWS (.4); REVISE EXCULPATION, MANAGEMENT, COMPENSATION, DISTRIBUTION AND OTHER PROVISIONS OF NOAT AND TAFT TRUST AGREEMENTS (1.6)	4.40	2,354.00
02/28/21	BOUCHARD	REVIEW OF DRAFT TAX SECTION OF DISCLOSURE STATEMENT (.9); REVIEW OF DOCUMENTATION FOR POST-EMERGENCE ENTITIES (.9)	1.80	1,710.00
02/28/21	CHARLES	CORRESPONDENCE REGARDING EDITS TO TAF 2 LLC AGREEMENT AND TRUST BYLAWS (.9); EDIT TAF 2 LLC AGREEMENT AND NOAT BYLAWS (.9)	1.80	1,539.00
02/28/21	POHL	CALL RE: SACKLER FAMILY SETTLEMENT AGREEMENT	2.30	3,174.00
02/28/21	CHARLES	REVIEW CONTRIBUTION AGREEMENT	1.50	1,282.50
02/28/21	GRANDY	REVIEW AND ANALYZE THE REVISED DRAFT OF THE CONTRIBUTION AGREEMENT AND THE B-SIDE EXHIBITS THERETO	3.20	2,704.00
02/28/21	SIEGER-GRIMM	REVIEW GOVERNANCE STRUCTURE RE: TRUST PROVISIONS (.2); REVIEW/COMMENTS TO TRUST AGREEMENTS (2.1)	2.30	1,851.50

Date	Professional	Description	Hours	Value
02/28/21	KELLY	TAX: WORK ON REVISIONS TO DEBTORS' TAX SECTION OF DISCLOSURE STATEMENT AND SEND TO DPW (1.3); WORK ON REVISIONS TO TRIBES' TAF2 LLC AGREEMENT (.9); COMMUNICATIONS WITH TRIBES' COUNSEL ON TAFT AND TAF2 ADMINISTRATIVE CONSIDERATIONS (.7); WORK ON REVISIONS TO NOAT TRUST AGREEMENT (1.7); WORK ON REVISIONS TO TAFT TRUST AGREEMENT (.7)	5.30	5,909.50
02/28/21	ANDROMALOS	ANALYSIS OF REVISED CONTRIBUTION AGMT (1.5); PREP FOR CALL WITH GROUP (1.5); CALL WITH GROUP (2.3); REVIEW ISSUES RAISED AND REVIEW OF REVISED CONTRIBUTION AGMT (2.0); CORRESPONDENCE WITH KL RE SAME AND OTHER ISSUES RELATED TO CONTRIBUTION AGMT (.9)	8.20	8,487.00
02/28/21	MOLTON	REVIEW PLAN DOCUMENT REVIEW	1.20	1,854.00
Total Hours and Fees			406.10	437,391.50

TIME SUMMARY

Professional	Hours	Rate	Value
PHILIP J. FLINK	4.30	hours at 1,235.00	5,310.50
STEVEN POHL	39.30	hours at 1,380.00	54,234.00
ANDREAS ANDROMALOS	39.60	hours at 1,035.00	40,986.00
DAVID J. MOLTON	50.60	hours at 1,545.00	78,177.00
VINCENT J. GUGLIELMOTTI	5.20	hours at 1,085.00	5,642.00
NICOLE M. BOUCHARD	34.10	hours at 950.00	32,395.00
BARBARA J. KELLY	104.40	hours at 1,115.00	116,406.00
JENNIFER I. CHARLES	54.70	hours at 855.00	46,768.50
GERARD T. CICERO	33.70	hours at 885.00	29,824.50
ADAM M. GRANDY	9.90	hours at 845.00	8,365.50
SAMUEL V. TOOMEY	10.30	hours at 535.00	5,510.50
ELLIOT I. KATZ	3.00	hours at 685.00	2,055.00
URIEL PINELO	5.30	hours at 645.00	3,418.50
SUSAN SIEGER-GRIMM	4.70	hours at 805.00	3,783.50
CYAVASH N. AHMADI	7.00	hours at 645.00	4,515.00
Total Fees			437,391.50

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BROWN RUDNICK
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NEW YORK, NY 10036

Invoice 6914778
Date Mar 15, 2021
Client 035843

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